THIS INSTRUMENT PREPARED BY:
Hugh W. Entrekin
TUNE, ENTREKIN & WHITE, P.C.
21st Floor, AmSouth Center
315 Deaderick Street
Nashville, Tennessee 37238
(615) 244-2770

Davidson County DEEDWARR
Recvd: 01/07/04 11:15 3pgs
Fees:18.00 Taxes:2072.00
20040107-0002568

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

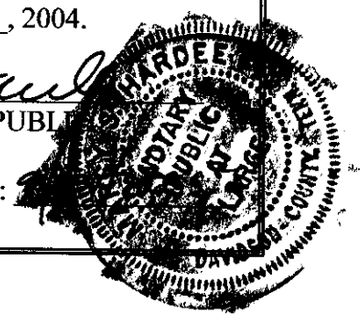
The actual consideration or value, whichever is greater for this transfer is $560,000.00

AFFIANT

Subscribed and sworn to before me, this 6 day of January, 2004.

NOTARY PUBLIC

My Commission Expires:



Address New Owners as Follows:

GMAT Holdings, G.P.
650 Wedgewood Drive
Nashville, TN 37203

Send Tax Bills To:

Same

Map-Parcel Number:

Map 105-10
Parcel 074

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten Dollars ($10.00), cash in hand paid by the hereinafter named Grantee, and other good and valuable considerations, the receipt of which is hereby acknowledged,

A & P WEDGEWOOD, a Tennessee General Partnership ("Grantor"), whose partners are Wedgewood Properties, Inc., Pat Proctor and Allyson Proctor, does hereby bargain, sell, transfer and convey unto GMAT Holdings, G.P., a Tennessee general partnership ("Grantee") its successors and assigns, property located in Davidson County, Tennessee more particularly described according to a survey by R. L. Montoya – Land Surveying, dated August 18, 1987 as follows:

> Beginning on the northerly margin of Wedgewood Avenue, being 150 feet from Stewart Place; thence North 88 deg. 57 min. 09 sec. West 50 feet to a point; being the southeast corner of the property conveyed to Bond Chadwell Company, of record in Book 1165, page 526, Register's Office for said County; thence with said company's eastern boundary line north 00 deg. 17 min. 45 sec. West 803.5 feet, more or less, to the southern margin of

Southgate Avenue, as widened; thence with the same South 88 deg. 56 min. 57 sec. East 50 feet; thence south 00 deg. 17 min. 45 sec. East 803.5 feet, more or less, to the northerly margin of Wedgewood Avenue, the point of beginning.

Being the same property conveyed to A & P WEDGEWOOD, a Tennessee General Partnership by deed from CPC – Wedgewood, L.P. of record as Instrument Number 20031212-0178373, Register's Office for Davidson County, Tennessee.

This is improved property known as 650 Wedgewood Ave., Nashville, TN 37203.

TO HAVE AND TO HOLD said tract or parcel of land with the appurtenances, estate, title and interest thereto belonging to the said GMAT Holdings, G.P., its successors and assigns, forever.

AND A & P WEDGEWOOD does hereby covenant with the said GMAT Holdings, G.P. that it is lawfully seized and possessed of said land in fee simple, has a good right to convey it and that the same is unencumbered, except for (i) current years taxes which are being prorated and assumed by Grantee; and (ii) 10 foot utility and drainage easement along the easterly line of the subject property.

AND A & P WEDGEWOOD does further covenant and bind itself, its heirs, representatives and assigns to warrant and forever defend the title to said land to the said GMAT Holdings, G.P., its successors and assigns against the lawful claims of all persons claiming by through or under Grantor, but not further or otherwise and except as to matters to which this conveyance is made subject.

IN WITNESS WHEREOF, this Special Warranty Deed has been executed this 6 day of January, 2004.

A & P WEDGEWOOD, a Tennessee General Partnership

By: Wedgewood Properties, Inc., partner

BY: _____
Pat Proctor, President

BY: _____
Pat Proctor, partner

BY: _____
Allyson Proctor, partner

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, Mary S. Hardee of the state and county mentioned, personally appeared PAT PROCTOR, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be President of WEDGEWOOD PROPERTIES, INC., a partner in A & P WEDGEWOOD, a Tennessee General Partnership the within name bargainor and that he as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained.

WITNESS my hand and seal, at office in Nashville, Tennessee, as of the 6 day of January , 2004.

Mary S. Hardee
Notary Public

My Commission Expires: 9/24/2005.

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, Mary S. Hardee of the state and county mentioned, personally appeared PAT PROCTOR and ALLYSON PROCTOR, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged themselves to be partners in A & P WEDGEWOOD, a Tennessee General Partnership the within name bargainor and that they as such partners, being authorized so to do, executed the foregoing instrument for the purposes therein contained.

WITNESS my hand and seal, at office in Nashville, Tennessee, as of the 6 day of January , 2004.

Mary S. Hardee
Notary Public

My Commission Expires: 9/24/2005.